

NOTICE

Shorter Notice is hereby given that the Nineth (9th) Annual General Meeting of the members of the Aryadhan Financial Solutions Private Limited will be held on Monday, 29th September 2025 at 3:40 P.M. through [Video Conferencing / Other Audio-Visual Means \(VC / OAVM\)](#) to transact the following business:

ORDINARY BUSINESS

ITEM NO.: 01 TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY, BOARD REPORT, STATUORY AUDITOR'S REPORT AND SECRETARIAL AUDITOR'S REPORT THEREON:

To receive, consider and adopt the audited financial statements of the Company for the financial year ended as on 31st March, 2025, and the Reports of the Board of Directors, Statutory Auditor's and Secretarial Auditor's thereon; to consider and if thought fit, to pass the following resolutions as an **Ordinary Resolutions:**

"RESOLVED THAT the audited financial statements of the Company for the Financial Year ended as on 31st March, 2025, and the reports of the Board of Directors, Statutory Auditor's and Secretarial Auditor's thereon as circulated to the Members, be and hereby considered and adopted."

SPECIAL BUSINESS

ITEM NO.: 02 TO CONSIDER, APPROVE AND GRANT EXEMPTION TO THE SECRETARIAL AUDITOR FROM ATTENDING THE GENERAL MEETINGS ;

To consider and approve the request of the Secretarial Auditor seeking exemption from attending the General Meetings of the Company; and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 146 of the Companies Act, 2013 read with the applicable rules framed thereunder and other applicable provisions, if any, the consent of the members be and is hereby accorded to grant exemption to the Secretarial Auditor of the Company from attending the General Meetings of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution."

ITEM NO.: 03 TO CONSIDER, APPROVE AND GRANT EXEMPTION TO THE STATUTORY AUDITOR FROM ATTENDING THE GENERAL MEETINGS;

To consider and approve the request of the Statutory Auditor seeking exemption from attending the General Meetings of the Company; and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 146 of the Companies Act, 2013 and other applicable provisions, if any, consent of the members of the Company be and is hereby accorded to grant exemption to the Statutory Auditor of the Company from attending the General Meetings of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution.”

ITEM NO.: 04 TO CONSIDER AND APPROVE ALTERATION IN THE MAIN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION (MOA);

To consider and if thought fit, to pass the following resolution with or without modification(s) as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of the Registrar of Companies and such other regulatory authorities as may be required, the consent of the members of the Company be and is hereby accorded to alter the Main Objects Clause of the Memorandum of Association of the Company by inserting the following new sub-clause under Clause III(A), immediately after the existing sub-clause 5 of the main object clauses:

The new sub-clause number 6 to be inserted:

6. To undertake and provide audit, assurance, and due diligence services including, but not limited to, financial, operational, stock, field, and compliance audits, due diligence assessments, and related consultancy to businesses, financial institutions, NBFCs, banks, and other organizations.

RESOLVED FURTHER THAT consequent to the insertion of the above sub-clause, the subsequent clauses of Clause III (B) of the Memorandum of Association be renumbered accordingly.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, desirable or expedient for giving effect to this resolution, including filing of necessary forms with the Registrar of Companies and other statutory authorities and to settle any questions, difficulties or doubts that may arise in this regard.”

Notes:

1. The time of the meeting is as per the Time Zone in India (GMT +5:30) Indian Standard Time.
2. Pursuant to the General Circular No. 10/2021 read with General Circular No. 14/2020 and General Circular No. 17 /2020 (collectively "MCA Circulars") issued by Ministry of Corporate Affairs ("MCA") on June 23, 2021, April 08, 2020 and April 13, 2020 respectively allowing companies to conduct the general meetings through video conferencing ("VC") or other audio-visual means ("OAVM"), read with 'Clarification/Guidance on applicability of Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2)' the Meeting will be conducted through electronic mode (Video Conference facility) and the facility to attend the Meeting is made available. It would be ensured that the guidelines laid down in the said General Circulars as well under applicable provisions and Rules made under the Companies Act 2013 will be adhered while dispatch of the notice to all the stakeholders and conducting this meeting through Video Conferencing.
3. In compliance with the aforesaid MCA Circulars, notice of the annual general meeting along with the explanatory statement is being sent only through electronic mode to those members whose email addresses are registered with the Company.
4. The meeting allows two-way teleconferencing for the ease of participation of the members. The participants are allowed to pose questions concurrently and also given time to submit questions in advance on the e-mail address of the Company.
5. The facility for joining the meeting through VC shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after the schedule time.
6. The Chairman for the meeting shall be appointed in accordance with the Section 104 of the Companies Act, 2013.
7. Pursuant to the provisions of the Companies Act 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars on AGM through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
8. Attendance of members attending the meeting through VC or OVAM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
9. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special business to be transacted at the meeting is annexed hereto.
10. The Chairman may decide to conduct a vote by show of hands so all are requested to keep their videos on to count the votes for passing the resolution, unless a demand for poll is made by any



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member in accordance with section 109 of the Act.

11. The members are requested to confirm their presence to the Annual General Meeting and send any queries on connecting to the VC/OAVM or any other issue relating to meeting on secretarial@arya.ag.

For & On Behalf of the Board
Aryadhan Financial Solutions Private Limited

Raj Nandini Jain
Company Secretary

Email:- secretarial@arya.ag
Contact No.:- 99108 06791

Date: 26.09.2025
Place: Noida

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

SPECIAL BUSINESS

ITEM NO.: 02 TO CONSIDER, APPROVE AND GRANT EXEMPTION TO THE SECRETARIAL AUDITOR FROM ATTENDING GENERAL MEETINGS ;

Section 146 of the Companies Act, 2013 provides that the Secretarial Auditor is entitled to receive all notices of, and other communications relating to, any General Meeting of the Company and is entitled to attend such meetings. However, the Secretarial Auditor may seek exemption from attending the General Meeting, subject to the consent of the members of the Company.

The Board of Directors considers it appropriate to place the matter before the members for their approval.

The Board of Directors accordingly recommends the resolution for approval of the members as an Ordinary Resolution, in the Board Meeting held on Tuesday, 23rd September, 2025.

None of the Directors, Key Managerial Personnel of the Company, or their relatives is concerned or interested, financially or otherwise, in this resolution.

ITEM NO.: 03 TO CONSIDER, APPROVE AND GRANT EXEMPTION TO THE STATUTORY AUDITORS' FROM ATTENDING THE GENERAL MEETINGS;

Section 146 of the Companies Act, 2013 provides that the Statutory Auditors of the Company shall be entitled to receive all notices of, and other communications relating to, any General Meeting of the Company and shall be entitled to attend such meetings, either himself or through his authorized representative, who is qualified to be an auditor.

The Board of Directors considers it appropriate to place the matter before the members for their approval.

The Board of Directors accordingly recommends the resolution for approval of the members as an Ordinary Resolution, in the Board Meeting held on Tuesday, 23rd September, 2025.

None of the Directors, Key Managerial Personnel of the Company, or their relatives is concerned or interested, financially or otherwise, in this resolution.

ITEM NO.: 04 TO CONSIDER AND APPROVE ALTERATION IN THE MAIN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION (MOA);

The present Main Object Clause of the Memorandum of Association does not specifically cover audit, assurance, due diligence, and related consultancy services. In order to expand the scope of business activities and enable the Company to undertake a broader range of services, including audit, assurance, due diligence, and consultancy services for financial institutions, NBFCs, banks, and other organizations,



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it is proposed to insert an additional clause in the Main Objects Clause of the MOA as set out in the resolution.

The proposed alteration will provide greater flexibility to the Company to diversify its operations and cater to the growing needs of businesses and financial institutions.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, any alteration in the Memorandum of Association of the Company requires approval of the members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.